

Taly Jolish/R9/USEPA/US

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To Randall.Heldt@shell.com, Kim.Lesniak@shell.com,
karl.lytz@lw.com, jkelly@montrosechemical.com
cc Jeff Dhont/R9/USEPA/US@EPA

bcc

Subject Fw: General Notice Letter to Boeing

All -- As described in the attached letter, EPA has provided notice to the The Boeing Company that it is a potentially responsible party with respect to the Montrose Chemical and Del Amo Superfund Sites.



Boeing GNL.pdf

Taly Jolish, Assistant Regional Counsel
U.S. EPA, Region 9
75 Hawthorne Street (ORC-3)
San Francisco, CA 94105
(415) 972-3925



UNITED STATES ENVIRONMENTAL PROTECTION AGENCY
REGION IX
75 Hawthorne Street
San Francisco, CA 94105

GENERAL NOTICE LETTER
URGENT LEGAL MATTER
PROMPT REPLY NECESSARY

Certified Mail:
Return Receipt Requested

May 25, 2007

W. James McNerney, Jr.
Chairman, President and Chief Executive Officer
The Boeing Company
Boeing Corporate Offices
100 North Riverside
Chicago, Illinois 60606

Re: General Notice Letter
Montrose Chemical and Del Amo Facility National Priorities List Sites
Los Angeles County, California

Dear Mr. McNerney:

Under the Comprehensive Environmental Response, Compensation, and Liability Act ("CERCLA"), commonly known as the federal "Superfund" law, the U.S. Environmental Protection Agency ("EPA") is responsible for responding to the release or threat of release of hazardous substances, pollutants or contaminants into the environment—that is, for stopping further contamination from occurring and for cleaning up or otherwise addressing any contamination that has already occurred. EPA has documented that such a release has occurred to the groundwater associated with the Montrose Chemical and Del Amo Facility National Priorities List Sites in Los Angeles County, California ("Sites"). EPA is spending public funds to investigate and control releases of hazardous substances or potential releases of hazardous substances at the Sites. Based on information presently available to EPA, EPA has determined that The Boeing Company ("Boeing") may be responsible under CERCLA for cleanup of the Sites or costs EPA has incurred in cleaning up the Sites.

Explanation of Potential Liability

Under CERCLA, specifically Sections 106(a) and 107(a), potentially responsible parties ("PRPs") may be required to perform cleanup actions to protect the public health, welfare, or the environment. PRPs may also be responsible for costs incurred by

EPA in cleaning up the Sites, unless the PRP can show that one of the statutory defenses applies. PRPs include current and former owners and operators of a Site, as well as persons who arranged for treatment and/or disposal of any hazardous substances found at the site ("generators"), and persons who accepted hazardous substances for transport and selected the site to which the hazardous substances were delivered.

EPA has evaluated information obtained through its investigation of the Sites, and has determined that Boeing is a PRP. EPA has reason to believe that Boeing and/or its predecessor entities arranged for the disposal, treatment or transportation of hazardous substances that have come to be located at the Site, including but not limited to trichloroethylene ("TCE").

To date, significant concentrations of chlorobenzene, dichlorodiphenyltrichlorethane ("DDT"), benzene, chloroform, TCE, perchloroethylene, and other hazardous substances have been detected in the groundwater beneath the Montrose plant property and beneath surrounding properties. Currently available information indicates that past operations at the Montrose Chemical Corporation of California DDT manufacturing and formulation plant (20201 South Normandie and a part of the Montrose Superfund Site) were the source of the chlorobenzene found in the groundwater, and that past operations at the Shell Chemical Plant and at the Plancor Synthetic Rubber Plants (which were located at the Del Amo Facility Superfund Site) were a significant source of the benzene found in the groundwater.

Currently, a large plume of TCE contamination has entered and become comingled with the joint Montrose/Del Amo groundwater contamination plume, emanating from north of the former Montrose Chemical plant and continuing under that parcel to the south/southeast. EPA's evidence indicates that releases of and from the former McDonnell Douglas plant (located at 19503 Normandie Avenue, Torrance, California) are a source of that TCE plume. This TCE contamination is intermingled with the Montrose Site chlorobenzene groundwater plume and the Del Amo Site benzene groundwater plume. The presence of these hazardous substances has and will continue to cause the United States to incur response costs at both the Montrose Site and the Del Amo Site.

EPA has taken several response actions at the Sites under the authority of the Superfund Program. Remedial actions for groundwater at these two Superfund Sites are inextricably related, and accordingly EPA has selected a single remedial action to address the dual site groundwater operable unit ("Dual Site OU"). This operable unit covers dissolved phase cleanup and the hydraulic isolation of non-aqueous phase liquids ("NAPL") at both Sites. EPA completed the Joint Groundwater Feasibility Study in May 1998, and issued a Record of Decision ("ROD") for the Dual Site OU on March 30, 1999. EPA is currently engaged in the Remedial Design ("RD") process for what will eventually be an EPA-approved cleanup action for the Dual Site OU. EPA,

Montrose Chemical Corporation of California, Inc., and Shell Oil Company are conducting remedial design activities. Please refer to EPA Region 9's website for additional information about the cleanup approach at the Dual Site OU: from the Superfund Sites page (<http://www.epa.gov/region09/waste/sfund/superfundsites.html>), select "Site Overviews," then select "Montrose Chemical Corp." from the list.

Financial Concerns/Ability to Pay Settlements

EPA is aware that the financial ability of some PRPs to contribute toward the payment of response costs at a site may be substantially limited. If you believe, and can document, that you fall within that category, please contact Andrew Taylor at (415) 972-3129 for information on "Ability to Pay Settlements." In response, you will receive a package of information about the potential for such settlements and a form to fill out with information about your finances, and you will be asked to submit financial records including business federal income tax returns.

Also, please note that, because EPA has a potential claim against Boeing, Boeing must include EPA as a creditor if it files for bankruptcy.

Information to Assist You

EPA would like to encourage communication between you, other PRPs, and EPA at the Site. To assist you in your efforts to communicate, please find the following attached information:

1. A list of the PRPs EPA has identified at the Sites.
2. Contact information for counsel representing Montrose Chemical Corporation of California, Inc. and Shell Oil Company.

Further Information

Please provide EPA with the appropriate name, address, and telephone number of the person to whom EPA should direct future correspondence regarding this matter on behalf of Boeing. Please direct any technical questions with respect to the Site to

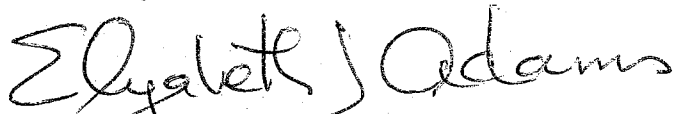
Jeff Dhont
Remedial Project Manager
U.S. Environmental Protection Agency, Region IX
75 Hawthorne Street (SFD-7-1)
San Francisco, CA 94105
(415) 972-3020

Please direct any legal questions to

Taly Jolish
Assistant Regional Counsel
U.S. Environmental Protection Agency, Region IX
75 Hawthorne Street (ORC-3)
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Thank you for your prompt attention to this matter.

Sincerely,

A handwritten signature in black ink that reads "Elizabeth J. Adams". The signature is written in a cursive style with a large, stylized "E" and "A".

Elizabeth J. Adams
Chief, Site Cleanup Branch

Enclosures

Attachment 1

List of Montrose and Del Amo Site PRPs

Atkemix Thirty-Seven, Inc.
Cadillac Fairview/California Inc.
Chris-Craft Industries
Dow Chemical Company
Goodyear Tire and Rubber Company
ICI American Holdings, Inc.
Jones Chemicals, Inc.
Minnesota Mining & Manufacturing Company
Montrose Chemical Corporation of California
Rhone Poulenc, Inc.
Shell Oil Company
Stauffer Management Company
Uniroyal, Inc.
United States General Services Administration

Attachment 2

Contact Information for Counsel

Counsel for Montrose Chemical Corporation of California, Inc.

Karl Lytz

Latham & Watkins

505 Montgomery, Suite 2000

San Francisco, CA 94111

(415) 391-0600

Counsel for Shell Oil Company

Randall Heldt

Shell Oil Company Legal Department

PO Box 2463

Houston, TX 77252

(713) 241-3633